



Marksans Pharma Ltd.

National Stock Exchange of India Limited
Listing Department,
Exchange Plaza, C-1, Block-G,
Bandra-Kurla Complex,
Bandra (E), Mumbai- 400 051

BSE Limited
Corporate Relation Department
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001

1st September, 2016

Dear Sir,

Sub: Notice for convening 24th Annual General Meeting

Enclosed herewith kindly find herewith the Notice for convening 24th Annual General Meeting of the Company scheduled to be held on Thursday, 29th September, 2016.

The Company is providing e-voting facility to its shareholders, in respect of all shareholders' resolutions, to be passed at the Annual General Meeting. The e-voting period will start on 26th September, 2016 at 10:00 a.m. and will end on 28th September, 2016 at 05:00 p.m.

You are requested to note the above in your records.

Thanking You,

For Marksans Pharma Limited

Harshavardhan Panigrahi
Company Secretary & Manager-Legal

CIN : L24110MH1992PLC066364

www.marksanspharma.com

Marksans Pharma Ltd.

11th Floor, "GRANDEUR", Opp. Gundecha Symphony, Veera Desai Extension Road, Oshiwara,
Andheri (W), Mumbai - 400 053 • Tel.: +91 22 4001 2000 • Fax : +91-22 4001 2011
E-mail: info@marksanspharma.com

Marksans Pharma Limited

CIN: L24110MH1992PLC066364

Regd Office: 11th Floor, Grandeur, Veera Desai Extension Road, Oshiwara, Andheri (W), Mumbai – 400053.

Website: www.marksanspharma.com, E-mail: companysecretary@marksanspharma.com

NOTICE

To
The Members of
Marksans Pharma Limited

NOTICE is hereby given that the Twenty Fourth (24th) Annual General Meeting of the Members of Marksans Pharma Limited will be held on Thursday, the 29th September, 2016 at GMS Community Centre Hall, Sitladevi Complex, 1st Floor, D.N. Nagar, Link Road, Andheri (W), Mumbai 400 053, at 10:30 a.m. to transact the following business:

Ordinary Business

1. To consider and adopt:
 - (a) the audited Financial Statements of the Company for the financial year ended 31st March, 2016, the Reports of the Board of Directors and Auditors thereon; and
 - (b) the audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2016 and Reports of the Auditors thereon.
2. To declare dividend on equity shares and preference shares for the financial year ended 31st March, 2016.
3. To appoint a Director in place of Mrs. Sandra Saldanha (DIN: 00021023), who retires by rotation and being eligible offers herself for re-appointment.
4. To appoint auditors and fix their remuneration and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT M/s N. K. Mittal & Associates, Chartered Accountants (Firm Registration No. 113281W) be and are hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors based on recommendation of the Audit Committee of the Company.”

Special Business

5. To appoint Dr. Vinay Gopal Nayak (DIN: 02577389) as a Director and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 and any other applicable provisions, if any, of the Companies Act, 2013, Dr. Vinay Gopal Nayak (DIN: 02577389), who was appointed as an Additional Director at the Board Meeting held on 21st March, 2016 and whose term of office expires at the commencement of this Annual General Meeting and in respect of whom notice under Section 160 of the Companies Act, 2013 has been received from a member signifying his intention to propose Dr. Vinay Gopal Nayak as a candidate for the office of the Director of the Company together with necessary deposits, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

6. To approve the appointment of Dr. Vinay Gopal Nayak (DIN: 02577389) as a Whole-time Director and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and the Articles of Association of the Company and on the basis of the recommendation of Nomination and Remuneration Committee, appointment of Dr. Vinay Gopal Nayak (DIN: 02577389) as a Whole-time Director of the Company, designated as Executive Director, for a period of

three (3) years with effect from 21st March, 2016, be and is hereby approved on the following remuneration:

Particulars	(Amount in ₹)
- Basic	9,00,000.00
- HRA	4,50,000.00
- Education Allowance	3,00,000.00
- Leave Travel Allowance	50,000.00
- Medical Reimbursement	1,250.00
- Company's contribution to Provident Fund	1,08,000.00
- Gratuity contribution	34,200.00
- Other Allowance	1,14,883.33
Total Remuneration (Fixed) Per Month	19,58,333.33
Total Remuneration (Fixed) Per Annum	2,35,00,000.00"

"RESOLVED FURTHER THAT Dr. Vinay Gopal Nayak shall be entitled to KRA based Variable Pay of upto ₹45,00,000.00 and EBITA based Company Incentive of upto ₹20,00,000.00 in a year as discussed and approved by the Board of Directors of the Company."

"RESOLVED FURTHER THAT the remuneration payable to Dr. Vinay Gopal Nayak shall be subject to deduction of tax as per the provisions of the Income Tax Act."

"RESOLVED FURTHER THAT the remuneration payable to Dr. Vinay Gopal Nayak shall not exceed the limits laid down in Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013."

"RESOLVED FURTHER THAT in case in any financial year during the currency of the tenure of Dr. Vinay Gopal Nayak, the Company has no profits or its profits are inadequate, the Company will pay remuneration as specified above as the minimum remuneration, provided that the total remuneration shall not exceed the ceiling as provided in Section II of Part II of Schedule V of the Companies Act, 2013."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to increase the remuneration of Dr. Vinay Gopal Nayak during his tenure

within the limits laid down in Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and based on recommendation of the Nomination and Remuneration Committee of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary in this regard."

7. To approve Marksans Employees Stock Option Scheme 2016 and in this regard to consider and if thought fit, to pass the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and SEBI (Share Based Employee Benefits) Regulations, 2014 (including any amendment thereto or re-enactment thereof) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions, as may be required, "MARKSANS EMPLOYEES STOCK OPTION SCHEMES 2016 (hereinafter referred to as "MARKSANS ESOS 2016") for the benefit of present and future permanent employees of the Company and its directors, whether whole-time director or not but excluding promoters and independent directors, be and is hereby approved as per the salient features mentioned in the Explanatory Statement annexed herewith, provided that the total number of options that can be granted under MARKSANS ESOS 2016 shall not exceed 81,86,273 options, convertible into equivalent number of equity shares of ₹1/- each face value of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company ("Board") which term shall be deemed to include the "Compensation Committee" constituted by the Board to exercise its powers (including the powers conferred by this resolution) be and is hereby authorized, on behalf of the Company to grant from time to time in one or more tranches, options to apply for Equity Shares of the face value of ₹1/- each of the Company under the said MARKSANS ESOS 2016 and consequently create, issue,

allocate and allot at any time and from time to time equity shares of ₹1/- each face value in terms of such options.”

“RESOLVED FURTHER THAT options and the consequential issue, allocation and allotment of equity shares under the said MARKSANS ESOS 2016 shall be at such price including at a discount, in such manner, during such period, in one or more tranches and on such other terms and conditions as the Board may decide.”

“RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, buy-back of shares, split or consolidation of shares, amalgamation, sale of undertaking, etc. resulting into change in the capital structure of the Company, the Board be and is hereby authorised to make such adjustments as it may deem fit to the quantum of shares to be issued pursuant to the exercise of the options, the exercise price, and other rights and obligations under the options.”

“RESOLVED FURTHER THAT the equity shares to be allotted under the said MARKSANS ESOS 2016 shall, upon allotment, rank pari passu in all respects inter se as also with the then existing equity shares including dividend entitlement.”

“RESOLVED FURTHER THAT to determine all other terms and conditions for the purpose of giving effect to any grant of options and consequent issue and allotment of equity shares under the said MARKSANS ESOS 2016, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in this regard including to amend or modify any of the terms and conditions of the grant of options and consequent issue and allotment of equity shares without being required to seek any further consent or approval of the members of the Company.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to:-

- (a) Administer, implement and superintend MARKSANS ESOS 2016;
- (b) Determine the terms and conditions of grant, issue, re-issue, cancel and withdrawal of options from time to time;
- (c) Formulate, approve, evolve, decide upon and bring into effect, suspend, withdraw or revive MARKSANS ESOS 2016 and any sub-scheme or plan for the purpose of grant of options under MARKSANS ESOS 2016 and to make any modifications, changes, variations, alterations or revisions in such sub-scheme or plan from time to time.”

“RESOLVED FURTHER THAT Nomination and Remuneration Committee of Directors of the Company be and is hereby designated as the Compensation Committee referred here in above for MARKSANS ESOS 2016.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the equity shares to be allotted under MARKSANS ESOS 2016 on National Stock Exchange of India Limited and BSE Limited where the Company's equity shares are listed, as per the terms and conditions of the Listing Agreements with them and in accordance with such other guidelines, rules and regulations as may be applicable with regard to such listing.”

By order of the Board of Directors

Harshavardhan Panigrahi

*Company Secretary and
Manager Legal*

Mumbai

Dated: 13th August, 2016

Registered Office: 11th Floor, Grandeur, Veera Desai Extension Road, Oshiwara, Andheri (West), Mumbai-400 053

Notes:

- a) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE MEMBER OF THE COMPANY. The instrument appointing the proxy should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. A proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

A person can act as a proxy on behalf of members not exceeding 50 and holding in aggregate not more than 10 percent of the total share capital of the company. A member holding more than 10 percent of the total share capital of the company may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

- b) The Register of Members and Share Transfer Books of the Company will be closed from Saturday, the 24th September, 2016 and will remain closed till Thursday, the 29th September, 2016 (both days inclusive) for the purpose of Annual General Meeting and payment of dividend, if declared at the Annual General Meeting.
- c) Dividend, if declared at the Annual General Meeting, will be credited /dispatched on or after 3rd October, 2016 to those members whose names shall appear on the Company's Register of Members on 23rd September, 2016. In respect of the shares held in dematerialised form, dividend will be paid to the beneficial owners whose names will be furnished by the Depositories as on that date. Members are requested to notify promptly any change in their registered address.
- d) Pursuant to the provision of Section 124 and 125 of the Companies Act, 2013, dividend which remains unclaimed for a period of seven years from the date of transfer to the Unpaid Dividend Account are required to be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Members who have not encashed the dividend warrant(s) for the financial years ended March 31, 2014 and March 31, 2015 are requested to make their claims to the Company's Registrar

and Share Transfer Agent Bigshare Services Private Limited, without any delay.

Due date for transfer of unclaimed dividend to IEPF:

Year of Dividend	Dividend rate per share (₹)	Date of Declaration	Due date of transfer to IEPF
2013-14	0.10	25th September, 2014	31st October, 2021
2014-15	0.12	29th September, 2015	3rd November, 2022

- e) Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar and Transfer Agent, Bigshare Services Private Limited cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members.
- f) Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agent.
- g) Members desiring any information as regards the Accounts are requested to write to the Company at least 7 days in advance so as to enable the Management to keep the information ready.
- h) Members holding shares in physical form are requested to immediately intimate to the Company's Registrar and Transfer Agent, changes, if any, in their registered address along with the PIN code. Members holding shares in dematerialized mode are requested to forward intimation for change of address, if any, to their respective Depository Participants.
- i) Trading in the Company's shares through Stock Exchange is permitted only in dematerialized /electronic form. The

equity shares of the Company have been inducted in both National Securities Depository Limited and Central Depository Services (India) Limited to enable members to hold and trade the securities in dematerialized /electronic form. In view of the numerous advantages offered by the Depository System, members holding shares of the Company in physical form are requested to avail of the facility of dematerialization.

- j) In terms of provisions of the Companies Act, 2013, nomination facility is available to individual members. The members who are holding shares in physical form and are desirous of availing this facility may kindly write to the Company's Registrar and Transfer Agent Bigshare Services Private Limited for nomination form quoting their folio number. Members holding shares in dematerialized form should write to their Depository Participant for the purpose.
- k) Brief resume of Directors proposed to be appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/ chairmanships of Board Committees, shareholding and relationships between directors inter se as stipulated under Regulation 36 of SEBI (LODR) Regulation 2015 are provided in the Corporate Governance Report forming part of the Annual Report.
- l) Members/ Proxies should bring their attendance slip duly filled in, for attending the meeting and also their copy of the Annual Report.
- m) In terms of Section 108 of the Companies Act, 2013 read with Rule 20 (2)(vii) of the Companies (Management and Administration) Rules, 2014 and Regulations 44 of SEBI (LODR) Regulations, 2015, the Company is providing the facility to its Members, being eligible to vote, to exercise their right to vote by electronic means on any or all of the businesses specified in the accompanying Notice.
- n) In compliance with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has considered Friday, 23rd September, 2016 to determine the eligibility of members to vote by electronic means or through physical ballot at the AGM (Cut-off date). The persons whose names appear on the Register of Members/ List of Beneficial Owners as on Cut-off date would be

entitled to vote through electronic means or through physical ballot at the AGM.

- o) The Company has engaged the services of CDSL to provide e-voting facilities and for security and enabling the members to cast their vote in a secure manner. The members may cast their votes on electronic voting system from place other than the venue of the meeting (remote e-voting). The remote e-voting facility will be available during the following Period:

Commencement of remote e-voting: On Monday, 26th September, 2016 at 10.00 a.m.

Conclusion of remote e-voting: On Wednesday, 28th September, 2016 at 05.00 p.m.

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by CDSL upon expiry of aforesaid period.

- p) The persons who have become the Members of the Company after the dispatch of the Notice and Annual Report and their names appear in the Register of Members/ List of Beneficial owners as on the Cut-off date may contact the Registrar and Transfer Agent to obtain the Notice of AGM and the login id and password for casting vote electronically or may cast their vote through physical ballot at the AGM. If a Member is already registered with CDSL e-voting Platform then he can use his existing user ID and Password for casting the vote through remote e-voting. Detail of the process and manner of remote e-voting is being sent to all the Members along with the Notice.
- q) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- r) Poll at the Meeting
After the items of the notice have been discussed, the Chairman will order poll in respect of the items. Poll will be conducted and supervised under the Scrutinizer appointed for remote e-voting and poll as stated above. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date and who have not cast their vote by remote e-voting, and being present at the AGM either personally or through proxy, only shall be entitled to vote at the AGM. After conclusion of the

poll, the Chairman shall declare the meeting as closed. The results of the poll aggregated with the results of remote e-voting will be announced by the Company on its website: www.marksanspharma.com within 48 hours of conclusion of the AGM and also inform the stock exchanges where the securities of the Company are listed.

Instructions and other information relating to e-voting is annexed to this notice as E-Voting Instruction for Member.

- s) A statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
- t) Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the registered office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
- u) A route map and prominent land mark for easy location to the venue of AGM is given on the back of the Proxy Form attached to this Notice.
- v) **Members who have not registered their e-mail addresses so far are requested to register their e-mail address with the Company's Registrar and Transfer Agent for receiving all communication including Annual Report, Notices, etc. from the Company electronically.**

Explanatory Statement Pursuant to Section 102(1) of the Companies Act, 2013.

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice.

Item No. 5 and 6

The Board of Directors of the Company at its meeting held on 21st March, 2016 appointed Dr. Vinay Gopal Nayak (DIN: 02577389) as an additional director of the Company effective from 21st March, 2016. His tenure as an additional director will expire on 29th September, 2016 being the date of the next Annual General meeting.

The Company has received notice in writing from a member along with deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Dr. Vinay Gopal Nayak for the office of Director.

The Board of Directors has, on the basis of recommendation of Nomination and Remuneration Committee, also appointed Dr. Vinay Gopal Nayak as a Whole-time Director of the Company for a period of three (3) years with effect from 21st March, 2016.

Dr. Vinay Gopal Nayak is M.Sc. and Ph.D in Chemistry. He is a pharmaceutical professional with technical background who has worked with organisations such as Cipla, Lupin, Watson and Alembic pharmaceuticals. He is specialised in the areas of Manufacturing, Quality, R&D, Compliance and Regulatory Affairs both for API and finished dosage form manufacturing. In a career span of 30 years, he has provided leadership to the above organisations rise to become global leaders in their specialised segments. Dr. Nayak has successfully handled about 50 USFDA and 30 other international regulatory inspections with good leadership and sound technical knowledge. Apart from plant expansions and capacity enhancements, he has given the organisations very sound quality systems which are capable of standing up to very tough regulatory inspections of recent years. As team player in each organisation, he was capable of filing innovative ANDA and DMF products all these years through efficient regulatory pathway. His strength/expertise involved selecting good teams, grooming them and meeting organisational expectations all these years. Dr. Nayak is a member of Indian Pharmacopoeia, Examiner of Mumbai University for Masters and Ph.D students. He is a winner of many awards and recognitions. He is also an Advisory Board member of USP.

His in-depth knowledge and experience in the aforesaid field shall be of great help to the Company in the long run. The appointment of Dr. Vinay Gopal Nayak is appropriate and in the best interest of the Company.

The remuneration proposed to be paid to Dr. Vinay Gopal Nayak has been recommended by the Nomination and Remuneration Committee and is in line with the remuneration package that is necessary to encourage good professionals to important position such as that occupied by Dr. Vinay Gopal Nayak and is commensurate with the functions and responsibilities that are being discharged by him.

Accordingly, the resolutions in the item nos. 5 & 6 of the notice for approving the appointment of Dr. Vinay Gopal Nayak as Whole-time Director of the Company are being proposed for consideration of the members.

Dr. Vinay Gopal Nayak satisfies all the conditions set out in Part-I of Schedule V to the Companies Act, 2013 for being eligible for the appointment.

1.	Name	Dr. Vinay Gopal Nayak (DIN: 02577389)	
2.	Date of Birth	12.12.1956	
3.	Age	59 years	
4.	Profession	Service	
5.	Qualification	M. Sc. and Ph. D	
6.	6.1 Terms and conditions of appointment and details of remuneration sought to be paid	As mentioned in the resolution under Item 6 of the notice	
	6.2 Remuneration last drawn	-	
7.	Experience	Has over 30 years of experience in the areas of manufacturing, quality, R&D, compliance and regulatory affairs both for API and finished dosage form manufacturing.	
8.	Shareholding of the Director	Nil	
9.	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	
10.	Date of first appointment on the Board	21.03.2016	
11.	List of Directorship and other Directorship and membership/chairmanship of committees of other Boards		
	Board Meetings attended during the year	Whether attended last AGM	Other Directorships/ Board Committees (Numbers)
		Directorships in other Companies	Board Committee Membership/ Chairmanship
	Not Applicable	Not Applicable	Nil

Brief resume of Dr. Vinay Gopal Nayak, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se are also provided in the Corporate Governance Report forming part of the Annual Report.

Except Dr. Vinay Gopal Nayak, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise in the resolutions set out at Item Nos. 5 & 6 of the Notice.

The Board recommends the resolutions set out at Item Nos. 5 & 6 of the Notice for approval of the members.

Item no. 7

In the present competitive environment and in the long term

interest of the Company and its members, it is necessary that the Company adopt suitable measures for attracting and retaining qualified, talented and competent employees. Stock option is an effective instrument to foster a sense of ownership and belonging amongst the employees and provide an opportunity to participate in the growth of the Company besides creating long term wealth in their hands.

The Board, therefore, proposes to introduce, formulate and create Marksans Employees Stock Option Scheme 2016 ("Marksans ESOS 2016"). Grant of stock options under Marksans ESOS 2016 shall be as per the terms and conditions as may be decided by the Board from time to time in accordance with the provisions of the Companies Act, 2013 and SEBI (Share Based Employee Benefits) Regulations, 2014.

The salient features of Marksans ESOS 2016 are as under:-

1. Total number of Options to be granted

- (i) A total of 81,86,273 Options would be available for grant to eligible employees under the scheme.
- (ii) Number of options shall be adjusted due to any corporate action(s) such as rights issue, bonus issue, buy-back of shares, split, consolidation of shares, amalgamation, sale of undertaking, etc. of the Company.
- (iii) Each option when exercised would give the option holder a right to get one fully paid equity share of ₹1 each face value of the Company.
- (iv) The options which will lapse, expire or be forfeited, will be available for further grant to the eligible employees.

2. Implementation of Marksans ESOS 2016

The Scheme shall be implemented by the Company under the supervision of the Compensation Committee constituted by the Board of Directors of the Company for the purpose.

3. Classes of Employees entitled to participate in Marksans ESOS 2016

All present and future permanent employees and directors, whether whole-time director or not but excluding independent directors, shall be eligible to participate in the scheme. The Promoter, the person belonging to promoter group or director/employee, who either himself or through his relative or through body corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company, shall not be eligible to participate in the Scheme.

4. Requirements and period of Vesting

The options granted shall vest so long as the employee continues to be in the employment of the Company. The vesting period shall be decided by the Compensation Committee from time to time but shall not be less than one (1) year and not more than five (5) years from the date of grant of options. Vesting may happen in one or more tranches.

5. Exercise Price or Pricing formula

The exercise price and/or the pricing formula shall be

decided by the Compensation Committee from time to time. Employees shall bear all tax liability in relation to grant of options.

6. Exercise Period and process of exercise

The Compensation Committee shall decide the exercise period from time to time which can be extended upto seven (7) years from the vesting date(s). The employees can exercise stock options at any time after the vesting date either in full or in tranches by making full payment of exercise price and applicable taxes and by execution of such documents as may be prescribed by the Compensation Committee from time to time.

7. Appraisal process for determining the eligibility of the employees

The process for determining the eligibility of the employees will be specified by the Compensation Committee and will be based on designation, period of service, band, performance linked parameters such as work performance and such other criteria as may be determined by the Compensation Committee at its sole discretion from time to time. In case of performance linked stock options, the number of vested stock options may vary from the original number of stock options granted.

8. Maximum number of options to be granted per employee

Maximum number of options to be granted to an eligible employee will be determined by the Compensation Committee on case to case basis. However, it is proposed that options not exceeding 81,86,273 equity shares of ₹1/- each face value in the aggregate can be granted. Further, options under each Grant to an employee shall not be less than fifty (50) and shall not exceed 1% of the total issued capital of the Company in any year provided that the aggregate number of options to be granted during the total tenure of the scheme in any case shall not exceed 81,86,273 options.

9. Transferability options

The stock options granted to an employee will not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of death or permanent disability of an employee stock option holder while in

employment, the right to exercise options granted to him till such date shall be transferred to his legal heirs or nominees.

10. Accounting Policies

The Company shall comply with the accounting policies specified in Regulation 15 of SEBI (Share Based Employee Benefits) Regulations, 2014 in respect of shares issued under Marksans ESOS 2016.

11. Method of Valuation

The Company shall use one of the applicable methods (intrinsic value or fair value) to value its options. In case the Company calculates the employee compensation cost using intrinsic value of options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used fair value of options, shall be disclosed in the Directors Report and also the impact of this difference on Statement of Profit and Loss and on Earnings Per Share (EPS) of the Company shall be disclosed in the Directors Report.

The Company shall comply with the disclosures, the accounting policies and other requirements as may be prescribed under the Companies Act, 2013 and SEBI (Share Based Employee Benefits) Regulations, 2014 and other applicable laws from time to time. The Compensation Committee shall have all the powers to take necessary

decisions for effective implementation of Marksans ESOS 2016.

In terms of the provisions of the Companies Act, 2013 and SEBI (Share Based Employee Benefits) Regulations, 2014, Marksans ESOS 2016 is required to be approved by the Members by passing of Special Resolution.

None of the Directors or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolutions except to the extent of the stock options that may be granted to them under Marksans ESOS 2016.

The Board recommends the resolutions set out at Item No. 7 of the Notice for approval of the Members as **Special Resolution**.

Section 62 of the Companies Act, 2013 provides, inter – alia that wherever it is proposed to increase the subscribed capital of the Company by the allotment of further shares, such further shares shall be offered to the existing members of the Company in the manner laid down in the said section unless the members in the general meeting decide otherwise. The consent of the members is, therefore, sought to authorize the Board of Directors to grant options and allot shares to employees in the manner set out in the resolution.

Details of Director Seeking Re-appointment as Required Under Regulation 36 of SEBI (LODR) Regulations, 2015

Re-appointment of Mrs. Sandra Saldanha (DIN: 00021023) (Item No.3)

Mrs. Sandra Saldanha (DIN: 00021023), a non-independent, executive and promoter director was appointed in the 22nd

Annual General Meeting held on 25th September, 2014. She will retire as Director at the forthcoming Annual General Meeting and being eligible offers herself for re-appointment. Mrs. Sandra Saldanha, aged 44 Years is a Master of Arts (Sociology). She has experience in Human Resource Management, Business Development, Projects and Supply Chain Management.

1.	Name	Mrs. Sandra Saldanha (DIN: 00021023)		
2.	Date of Birth	11.12.1971		
3.	Age	44 years		
4.	Profession	Business		
5.	Qualification	Master of Arts (Sociology)		
6.	6.1 Terms and conditions of re-appointment and details of remuneration sought to be paid	As per resolution no.6 passed at the 22nd Annual General Meeting held on 25th September, 2014.		
	6.2 Remuneration Last drawn	₹72,17,928/-		
7.	Experience	She has experience in Human Resource Management, Business Development, Projects and Supply Chain Management.		
8.	Shareholding of the Director	180 equity shares		
9.	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Relative of Mr. Mark Saldanha		
10.	Date of first appointment on the Board	25.09.2014		
11.	List of Directorship and other Directorship and membership/chairmanship of committees of other Boards			
	Board Meetings attended during the year	Whether attended last AGM	Other Directorships/ Board Committees (Numbers)	
			Directorships in other Companies	Board Committee Membership/Chairmanship
	5	Yes	Marksans Pharma (UK) Limited	Nil

By order of the Board of Directors

Mumbai
Dated: 13th August, 2016

Harshavardhan Panigrahi
Company Secretary and Manager Legal

E-Voting Instruction for Member

The instructions for members voting electronically are as under:

Pursuant to provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and amendments thereof, the Company is providing facility for voting by electronic means and all resolutions set forth in the Notice convening the 24th AGM of the Company may be transacted through such voting. The Company will also be providing voting facility through polling paper at the AGM and Members attending the AGM who have not already cast their vote by remote e-voting may be able to exercise their voting right at the AGM.

- (i) The e-voting period begins on 26th September, 2016 at 10 a.m. IST and ends on 28th September, 2016 at 5 p.m. IST. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Any person who acquires shares of the Company and becomes member of the Company after dispatch of notice of AGM and holding shares as on the cut-off date i.e. 23rd September, 2016 may obtain User ID and Password by sending a request at helpdesk.evoting@cdslindia.com.
- (ii) Members should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in dematerialised form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat members as well as physical members) - Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/mail) in the PAN field. - In case the sequence number is less than 8 digits, enter the applicable number of 0's before the number and after the first two characters of the name in CAPITAL letters. For example, if your name is Ramesh Kumar with folio number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or date of birth (in DD/MM/YYYY format) as recorded in your demat account or in the company records in order to log in. If both the details are not recorded with the depository or company please enter the member Id/folio number in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat account holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (xi) Click on the EVSN for MARKSANS PHARMA LIMITED on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- (xviii) Members can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Members and Custodians:-
 - Non-Individual members (i.e. other than Individuals, HUF, NRI, etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxi) General instructions:
 - a. A person whose name is recorded in the register of members or in the beneficial owners maintained by depositories as on the cut-off date (i.e. 23rd September, 2016) only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through polling paper.
 - b. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
 - c. The Board of Directors has appointed Ms. Khushboo Bakul Gopani, Practicing Company Secretary, (Membership No. 29194), to act as the Scrutinizer for conducting the electronic voting and physical ballot voting process in a fair and transparent manner.
 - d. In case of Members who are entitled to vote but have not exercised their right to vote by remote e-voting, the Chairman will offer an opportunity to such Members to vote at the AGM for all businesses specified in the accompanying Notice. For abundant clarity, please note that the Members who have exercised their right to vote by remote e-voting shall not be entitled to vote at the AGM, but shall be entitled to attend the meeting. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and Ballot shall be treated as invalid.
 - e. Remote e-voting shall not be allowed beyond 5.00 p.m. on 28th September, 2016. During the remote e-voting period, Members of the Company, holding shares either in physical form or in dematerialized

form, as on the cut-off date, may cast their vote electronically. Once the vote on a resolution is cast by the Members, the Members shall not be allowed to change it subsequently.

- f. The Scrutinizer shall within a period of not exceeding three working days from the conclusion of the e-voting period, unlock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor of or against, if any, forthwith to the Chairman of the Company.
- g. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 23rd September, 2016 being the cut-off date.

- h. The Results of e-voting and poll voting at the meeting on resolutions shall be aggregated and declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite numbers of votes in favour of the Resolutions.
- i. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.marksanspharma.com and on the website of CDSL within two days of the passing of the resolutions at the 24th Annual General Meeting of the Company on 29th September 2016, and communicated to the Stock Exchanges where the company's shares are listed.

Route Map from Andheri Railway Station to Sarah Enterprises (Venue of AGM)

